

SEC  
Mail Processing  
Section  
MAR 01 2019  
Washington DC  
410



SEA

19006003

OMB APPROVAL	
OMB Number:	3235-0123
Expires:	August 31, 2020
Estimated average burden hours per response.....	12.00

## ANNUAL AUDITED REPORT

~~FORM X-17A-5~~

### PART III

SEC FILE NUMBER

68884

#### FACING PAGE

### Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 01/01/18 AND ENDING 12/31/18  
MM/DD/YY MM/DD/YY

#### A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: **Structura Group, Ltd.**

OFFICIAL USE ONLY

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

FIRM I.D. NO.

**344 N. Old Woodward Ave., Suite 303**

(No. and Street)

**Birmingham**

**MI**

**48009**

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Chris Price (248) 705 4895

b er) Birming

(Area Code - Telephone Num

#### B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

**UHY LLP**

(Name - if individual, state last, first, middle name)

**27225 Stansbury Blvd, Suite 200**

**Farmington Hills**

**MI**

**48334**

(Address)

(City)

(State)

(Zip Code)

#### CHECK ONE:



Certified Public Accountant



Public Accountant



Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

SEC 1410 (11-05)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

RMS

## OATH OR AFFIRMATION

I, Christopher Price, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Structura Group, Ltd., as of December 31, 2018, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Chris Price

Signature

Principal, Chief Compliance Officer

Title

[Signature]

Notary Public

KIMBERLY McENANEY  
Notary Public - Notary Seal  
State of Missouri  
Commissioned for Platte County  
My Commission Expires: April 20, 2021  
Commission Number: 13699380

This report \*\* contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss) or, if there is other comprehensive income in the period(s) presented, a Statement of Comprehensive Income (as defined in §210.1-02 of Regulation S-X).
- ☐ (d) Statement of Changes in Financial Condition.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☒ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☒ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

**STRUCTURA GROUP, LTD.**

**FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION**

**As of and for the year ended December 31, 2018**

# STRUCTURA GROUP, LTD.

## TABLE OF CONTENTS

	Page
Independent Registered Public Accounting Firm's Report_____	1
Statement of Financial Condition_____	3
Statement of Income _____	4
Statement of Changes in Stockholders' Equity _____	5
Statement of Cash Flows_____	6
Notes to the Financial Statements_____	7
Supplementary Information	
Computation of Net Capital Under Rule 15c3-1 of the Securities and Exchange Commission _____	10
Independent Registered Public Accounting Firm's Report on Review of Exemption Report _____	11
Exemption Report Required by SEC Rule 17a-5_____	12

## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of  
Structura Group, Ltd.

### **Opinion on the Financial Statements**

We have audited the accompanying statement of financial condition of Structura Group, Ltd. (the "Company") as of December 31, 2018, and the related statements of income, changes in stockholders' equity and cash flows for the year then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of Structura Group, Ltd. as of December 31, 2018, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

### **Basis for Opinion**

These financial statements are the responsibility of Structura Group, Ltd.'s management. Our responsibility is to express an opinion on Structura Group, Ltd.'s financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to Structura Group, Ltd. in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

To the Board of Directors and Shareholders  
Structura Group, Ltd.  
Page Two

**Auditor's Report on Supplemental Information**

The Computation of Net Capital under Rule 15c3-1 has been subjected to audit procedures performed in conjunction with the audit of Structura Group, Ltd.'s financial statements. The supplemental information is the responsibility of Structura Group, Ltd.'s management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with 17 C.F.R. §240.17a-5. In our opinion, the Computation of Net Capital under Rule 15c3-1 is fairly stated, in all material respects, in relation to the financial statements as a whole.

UHY LLP

We have served as Structura Group, Ltd.'s auditor since 2012.

Farmington Hills, Michigan  
February 18, 2018

Structura Group, Ltd.  
STATEMENT OF FINANCIAL CONDITION  
December 31, 2018

ASSETS

CURRENT ASSETS

Cash	\$ 51,541
Related Party Receivable	14,823
Prepaid expenses	<u>5,085</u>
TOTAL CURRENT ASSETS	<u>71,449</u>

PROPERTY AND EQUIPMENT

Computer equipment	3,025
Furniture and fixtures	19,543
Office electronics	<u>4,867</u>
	27,435
Less accumulated depreciation	<u>(19,444)</u>
	<u>7,991</u>

OTHER ASSETS	<u>5,194</u>
--------------	--------------

TOTAL ASSETS	<u><u>\$ 84,634</u></u>
--------------	-------------------------

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

Accounts Payable	<u>\$ 1,250</u>
TOTAL CURRENT LIABILITIES	<u>1,250</u>

STOCKHOLDERS' EQUITY

Common Stock, no par value authorized 60,000 shares, issued and outstanding 1,000 shares	-
Retained Earnings	<u>83,384</u>

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u><u>\$ 83,384</u></u>
--	-------------------------

See notes to the financial statements

Structura Group, Ltd.  
STATEMENT OF INCOME  
December 31, 2018

REVENUE	\$ 325,000
OPERATING EXPENSES	<u>205,823</u>
NET INCOME	<u>\$ 119,177</u>

See notes to the financial statements



Structura Group, Ltd.  
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY  
December 31, 2018

	Common Stock	Retained Earnings	Total
BALANCE, JANUARY 1, 2018	\$ -	\$ 84,207	\$ 84,207
DISTRIBUTIONS	-	(120,000)	\$ (120,000)
NET INCOME	<u>-</u>	<u>119,177</u>	<u>119,177</u>
BALANCE, DECEMBER 31, 2018	<u><u>\$ -</u></u>	<u><u>\$ 83,384</u></u>	<u><u>\$ 83,384</u></u>

See notes to the financial statements

Structura Group, Ltd.  
STATEMENT OF CASH FLOWS  
December 31, 2018

CASH FLOWS FROM OPERATING ACTIVITIES

Net income	\$ 119,177
Adjustments to reconcile net income to net cash provided by operating activities	
Depreciation	2,743
(Increase) decrease in:	
Related party receivable	(6,683)
Prepaid expenses	520
Increase (decrease) in:	
Accounts Payable	1,250

NET CASH PROVIDED BY OPERATING ACTIVITIES

117,007

CASH FLOWS FROM FINANCING ACTIVITIES

Distributions to Stockholders	(120,000)
-------------------------------	-----------

NET CASH USED BY FINANCING ACTIVITIES

(120,000)

NET CHANGE IN CASH

(2,993)

CASH AT BEGINNING OF YEAR

54,534

CASH AT END OF YEAR

\$ 51,541

See notes to the financial statements

## **NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **Nature of Operations**

The Company is a broker-dealer located in Birmingham, Michigan regulated and registered by the U.S. Securities and Exchange Commission ("SEC") and Financial Industry Regulatory Authority, Inc. ("FINRA") as a non-carrying broker-dealer under Section 15(b) of the Securities Exchange Act of 1934 and engaged in:

- A. Mergers and acquisition advisory services; and
- B. Structuring private securities offerings and the sale of private placement securities as part of primary offerings; and
- C. Business advisory services to a Related Party

The firm operates pursuant to Sec Rule 15(c) 3-3(k)(2)(i) under the customer protection rule and does not hold customer funds or safe keep customer securities. The Company does not hold any client money in its bank accounts or in escrow.

### **Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosures. Actual results could differ from those estimates.

### **Related Party Receivable**

Related party receivables are stated at the amount management expects to collect from balances outstanding at year-end. Based on management's assessment of the credit history with customers having outstanding balances and current relationships with them, it has concluded that realization losses on balances outstanding at year-end are immaterial.

### **Revenue Recognition**

The Company receives commissions and advisory fees as compensation for its business advisory and mergers and acquisition advisory services and placement of private securities offerings. Commission and advisory fee revenues are recorded as earned.

Effective January 1, 2018 the Company adopted ASC Topic 606, Revenue from Contracts with Customers ("ASC Topic 606"). The new revenue recognition guidance requires that an entity recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance requires an entity to follow, a five-step model to a) identify the contract(s) with a customer, (b) identify the performance obligations in the contract (c) determine the transaction price (d) allocate the transaction price to the performance obligations in the contract and (e) recognize revenue, when (or as) the entity satisfies a performance obligation.

Upon review the Company has concluded that its adoption of ASC Topic 606 had no material impact on its revenues in 2018. During 2018 the Company received no revenues from either mergers and acquisition advisory services or private securities offerings but in the future, when and if the Company receives revenues from such services it will report in accordance with ASC Topic 606.

Structura Group, Ltd.  
Notes to the Financial Statements  
December 31, 2018

**NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**  
*(continued)*

**Income Tax**

The Company, with the consent of its shareholders, has elected under the Internal Revenue Code to be an S corporation. In lieu of corporation income taxes, the shareholders of an S corporation are taxed on their proportionate share of the Company's taxable income. Therefore, no provision or liability for federal or state income taxes has been included in the financial statements.

The Company follows the provisions of Income Taxes Topic of the FASB Accounting Standards Codification ("ASC"). As a result, the Company applies a more-likely-than not recognition threshold for all tax uncertainties. Generally accepted accounting principles only allow the recognition of those tax benefits that have a greater than fifty percent likelihood of being sustained upon examination by the taxing authorities. The Company's management has reviewed the Company's tax positions and determined there were no outstanding tax positions that would not be sustained upon examination by the taxing authorities. Based on its evaluation, the Company has concluded that there are no significant uncertain tax positions requiring recognition in its financial statements.

**NOTE 2 - PROPERTY AND EQUIPMENT**

Property and equipment are carried at cost. Depreciation of property and equipment is provided using the straight-line method for financial reporting purposes at rates based on the following estimated useful lives:

Office Electronics	10 Years
Computer and Software	10 Years
Furniture and Fixtures	10 Years

Expenditures for major renewals and betterments that extend the useful lives of property and equipment are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred.

**NOTE 3 – RELATED PARTY TRANSACTIONS**

During the year ended December 31, 2018 the Company received 100% of its revenue from a related party through common ownership for advisory services rendered.

During the year ended December 31, 2018, the Company incurred \$125,696 for expenses to related parties of which \$125,588 was reimbursed. At December 31, 2018, \$14,823 is due from a related party for reimbursement of expenses.

**NOTE 4 – OTHER ASSETS**

At December 31, 2018, Other Assets totaled \$5,194 and consisted of a rent deposit of \$5,194.

Structura Group, Ltd.  
Notes to the Financial Statements  
December 31, 2018

**NOTE 5 - LEASING ARRANGEMENTS**

The Company, as of December 31, 2018, has a lease with a third party which expires on March 31, 2019. Lease payments in the current year totaled \$39,309. Minimum future rental payments under this lease are as follows:

<u>Years Ended</u>	
December 31, 2019	6,580
Total Minimum payments required	<u>\$6,580</u>

**NOTE 6 – NET CAPITAL REQUIREMENTS**

The Company is subject to the SEC uniform Net Capital Rule (SEC Rule 15c 3-1) which requires the maintenance of minimum net capital of 6-2/3% of aggregate indebtedness but not less than \$5,000 and that the ratios of aggregate indebtedness to net capital as defined shall not exceed 15 to 1. At December 31, 2018 the Company had net capital as defined of \$50,291 which was \$45,291 in excess of its minimum required net capital of \$5,000 at December 31, 2018. The Company's ratio of aggregate indebtedness to net capital was 0% at December 31, 2018.

**NOTE 7 – SUBSEQUENT EVENTS**

The Company has performed a review of events subsequent to December 31, 2018 through February 18, 2019 the date the financial statements were available to be issued.

Structura Group, Ltd.  
SCHEDULE 1  
COMPUTATION OF NET CAPITAL PURSUANT TO RULE 15c3-1 OF THE SECURITIES EXCHANGE  
COMMISSION  
December 31, 2018

NET CAPITAL	
Total Equity Qualified for Net Capital	\$ 83,384
DEDUCTIONS AND/OR CHARGES	
Non-Allowable Assets:	
Related Party Receivable	(14,823)
Furniture/Fixture/Equipment	(7,991)
Prepaid Expenses	(5,085)
Other Assets	(5,194)
TOTAL NON-ALLOWABLE ASSETS	<u>(33,093)</u>
NET CAPITAL	<u>50,291</u>
MINIMUM NET CAPITAL REQUIREMENT	<u>5,000</u>
EXCESS NET CAPITAL	<u><u>\$ 45,291</u></u>

Note: Certain numbers in the detailed calculation have changed but do not impact net capital or excess capital calculation. There are no material differences between the audited computation of Net Capital above and the corresponding schedule included in Structura Group Ltd.'s unaudited December 31, 2018 Part II A, Focus Filing.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of  
Structura Group, Ltd.

We have reviewed management's statements, included in the accompanying Exemption Report, in which (1) Structura Group, Ltd. identified the following provisions of 17 C.F.R. §15c3-3(k) under which Structura Group, Ltd. claimed an exemption from 17 C.F.R. §240.15c3-3: (2)(i) (exemption provisions) and (2) Structura Group, Ltd. stated that Structura Group, Ltd. met the identified exemption provisions throughout the most recent fiscal year without exception. Structura Group, Ltd.'s management is responsible for compliance with the exemption provisions and its statements.

Our review was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included inquiries and other required procedures to obtain evidence about Structura Group, Ltd.'s compliance with the exemption provisions. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's statements. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to management's statements referred to above for them to be fairly stated, in all material respects, based on the provisions set forth in paragraph (k)(2)(i) of Rule 15c3-3 under the Securities Exchange Act of 1934.

UHY LLP

Farmington Hills, Michigan  
February 18, 2019

**Structura Group, Ltd.**  
**EXEMPTION REPORT**  
SEC Rule 17a-5(d)(4)

**To Whom It May Concern:**

Structura Group, Ltd (the "Company") is a registered broker-dealer subject to Rule 17a-5 promulgated by the Securities and Exchange Commission (17 C.F.R §240.17a-5, "Reports to be made by certain brokers and dealers"). This Exemption Report was prepared as required by 17 C.F.R. §240.17a-5(d)(1) and (4). To the best of its knowledge and belief, the Company states the following:

- The Company claimed an exemption from 17 C.F.R §240.15c3-3 under paragraph 17 C.F.R §240.15c3-3(k) for the fiscal year ended December 31, 2018.
- Structura Group, Ltd. is exempt from the provisions of 17 C.F.R §240.15c3-3 because it meets conditions set forth in paragraph (k)(2)(i) of the rule, of which, the identity of the specific conditions are as follows:
  - ▶ The provisions of the Customer Protection Rule shall not be applicable to a broker or dealer who carries no margin accounts, promptly transmits all customer funds and delivers all securities received in connection with its activities as a broker or dealer, does not otherwise hold funds or securities for, or owe money or securities to, customers and effectuates any financial transactions between the broker or dealer and its customers through one or more bank accounts, each to be designated as "Special Account for the Exclusive Benefit of Customers of (name of the broker or dealer)."
- The Company has met the identified exemption provisions in 17 C.F.R §240.15c3-3(k) throughout the most recent fiscal year without exception.
- The Company has not recorded any exceptions to the exemption for the year ended December 31, 2018.

The above statement is true and correct to the best of my and the Firm's knowledge and belief.

Signed:   
\_\_\_\_\_  
Christopher Price, Principal